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Attorneys for TiVo Inc.

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re

CIRCUIT CITY STORES, INC., et al.

Debtors.

Chapter 11

Case No. 08-35653 (KRH)

(Jointly Administered)

**DECLARATION OF PAVEL KOVAR IN SUPPORT OF THE CONDITIONAL
OBJECTION OF TIVO INC. TO DEBTORS' FORTY EIGHTH OMNIBUS OBJECTION
TO CERTAIN ADMINISTRATIVE EXPENSES AND 503(b)(9) CLAIMS AND MOTION
FOR (I) AUTHORITY TO SETOFF AGAINST SUCH EXPENSES AND CLAIMS AND
(II) A WAIVER OF THE REQUIREMENT THAT THE FIRST HEARING ON ANY
RESPONSE PROCEED AS A STATUS CONFERENCE**

I, PAVEL KOVAR, declare as follows:

1. I am the Corporate Controller of TiVo Inc. ("TiVo"). All facts set forth in this Declaration are based on my personal knowledge, upon information supplied to me by others who are working under my direction, or upon my review of relevant documents. If called upon to testify, I could and would testify competently with respect thereto, except to matters stated to be on information and belief, which matters I believe to be true.

2. I submit this Declaration in support of the Conditional Objection (the “**Objection**”) of TiVo to Debtors’ Forty-Eighth Omnibus Objection to Certain Administrative Expenses and 503(b)(9) Claims and Motion for (i) Authority to Setoff Against Such Expenses and Claims and (ii) a Waiver of the Requirement that the First Hearing on any Response Proceed as a Status Conference, entered on October 13, 2009 [Doc 5211] (the “**Setoff Motion**”).

3. The following is a summary of the claims filed by TiVo, obtained from the Claim’s Agents website for the above captioned case on November 3, 2009 (<http://www.kccllc.net/Creditor/CR130.asp>). Upon information and belief, the information contained in this summary is true and correct:

Circuit City Stores, Inc. Search Results Creditor Name: Begins With "tivo"									
Date Claim Filed	Claim No.	Schedule	Nature	Name	Amount	C*	U*	D*	Debtor
1/29/2009	7801		General Unsecured	TIVO INC	\$313,781.32				Circuit City Stores, Inc.
6/26/2009	13676		Admin Priority	TiVo Inc	\$166,530.00				Circuit City Stores, Inc.
12/18/2008	1222		Admin Priority	TIVO INC	\$35,400.00				Circuit City Stores, Inc.

4. All of the foregoing claims arose in the ordinary course of business for goods sold by TiVo to the Debtors.

5. I and those acting at his direction have personal knowledge of the foregoing claims and can provide additional information as necessary.

6. My contact information is below:

Pavel Kovar
Corporate Controller
TiVo Inc.
2160 Gold Street
Alviso, CA 95002
Telephone: (408) 519-9546

7. The Objection is based on the above referenced proofs of claim filed by TiVo, as well as the facts and statements set forth in the Debtors’ Setoff Motion.

8. Upon information and belief, the facts related to the Objection are not in

1 dispute. Accordingly, TiVo does not intend to introduce additional evidence or documentation
2 related to its claim, beyond what was filed with the above referenced claims.

3 9. All correspondence related to this matter, including notices and any reply
4 papers should be sent to:

5 TiVo Inc.,
6 Attention: Laurence A. Denny
7 Associate General Counsel & Sr. Director of Securities and Compliance
8 2160 Gold Street,
9 Alviso, CA 95002,
10 Telephone: (408) 519-9587,
11 Fax: (408) 519-5338.

12 With copies to:

13 Ted A. Dillman
14 Latham & Watkins LLP
15 355 S. Grand Avenue
16 Los Angeles, CA 90071-1560
17 Telephone: (213) 891-8603
18 Fax: (213) 891-8763
19 Peter G. Zemanian
20 Zemanian Law Group
21 600 Town Point Center 150 Bush Street
22 Norfolk, VA 23510
23 Telephone: (757) 622-0090
24 Fax: (757) 622-0096

25 10. All requests for additional information should be directed to
26 Ted A. Dillman of Latham & Watkins LLP. He may be reached directly at (213) 891-8603 or at
27 ted.dillman@lw.com.
28

[SIGNATURE PAGE FOLLOWS]

1 I declare under penalty of perjury under the laws of the United States of America
2 that the foregoing is true and correct, and that this declaration was executed on
3 November 3, 2009, at Alviso, California.

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Pavel Kovar
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